



Michael J. Baughman
Counsel

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December 9, 1998

RECORDATION NO. 21864 FILED

DEC 11 '98

1-24 PM

DEC 11 1 24 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon Williams
Surface Transportation Board
12th and Constitution Avenue, N.W.
Room 2311
Washington, D.C. 20423

Subject: Recordation of Memorandum of Interim Use Agreement

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11301 and the regulations thereunder, is an original and one copy/counterpart of a Memorandum of Interim User Agreement, dated as of December 4, 1998, between General Electric Company ("Lessor") and The Baltimore and Ohio Chicago Terminal Railroad Company and CSX Transportation, Inc. ("Lessee"), a primary document.

The names and addresses of the parties to the enclosed Agreement are as follows:

LESSOR: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: The Baltimore and Ohio Chicago Terminal Railroad
500 Water Street
Jacksonville, Florida 32202

CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$78.00 which covers the recording fee for all three filings enclosed.

The undersigned is Counsel and Attesting Secretary of General Electric Company, the Lessor. Please return the original and any extra copies not needed by the Board for recordation to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

PRIMARY DOCUMENT

Memorandum of Interim Use Agreement, dated as of November 13, 1998 between General Electric Company ("Lessor") and The Baltimore and Ohio Chicago Terminal Railroad Company and CSX Transportation, Inc. ("Lessee"), relating to twenty-four (24) Model AC4400 CW locomotives, bearing Road Nos. 367-390, inclusive.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "M. Baughman", with a stylized flourish at the end.

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Road Numbers</u>
Twenty-four (24) Model AC4400CW locomotives	367 through 390 (inclusive)

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MEMORANDUM OF ASSIGNMENT AND INTERIM USER AGREEMENT

As of the 4th day of December, 1998, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), The Baltimore and Ohio Chicago Terminal Railroad Company, an Illinois corporation with offices at 500 Water Street, Jacksonville, Florida 32202 ("Lessee"), and CSX Transportation, Inc., a Virginia corporation with offices at 500 Water Street, Jacksonville, Florida 32202, entered into an Assignment and Interim User Agreement by which the 24 General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee.

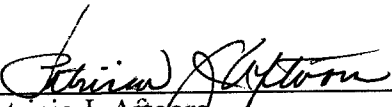

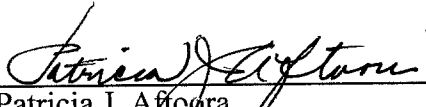
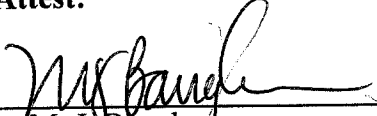
Road Numbers

367-390

Model

Model AC4400 CW

In witness whereof, the parties have executed this Memorandum of Assignment and Interim User Agreement as of the day and year first above written.

Attest:
Patricia J. Aftora,
Corporate Secretary**CSX TRANSPORTATION, INC.**By: 
John C. Eccleston, Assistant Treasurer**Attest:**
Patricia J. Aftora,
Corporate Secretary**THE BALTIMORE AND OHIO
CHICAGO TERMINAL RAILROAD
COMPANY**By: 
John C. Eccleston, Assistant Treasurer**Attest:**
M. J. Baughman,
Attesting Secretary**GENERAL ELECTRIC COMPANY**By: 
Joseph W. Dziedzie, Manager, Global
Commercial Finance

State of Florida }
County of Duval }

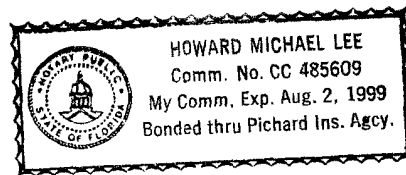
On this 8th day of December, 1998, before me personally appeared John C. Eccleston, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of The Baltimore and Ohio Chicago Terminal Railroad Company, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Howard Michael Lee
Notary Public

My Commission expires: 8/2/1999

State of Florida }
County of Duval }



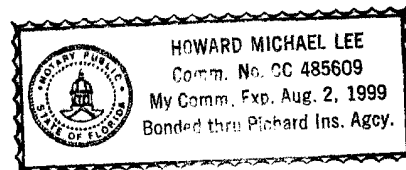
On this 8th day of December, 1998, before me personally appeared John C. Eccleston, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of CSX Transportation, Inc., that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Howard Michael Lee
Notary Public

My Commission expires: 8/2/1999

Commonwealth of Pennsylvania }
County of Erie }

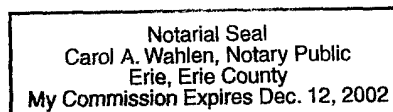


On this 7th day of December, 1998, before me personally appeared Joseph W. Dziedzic, to me personally known, who, being by me duly sworn, says that he is Manager, Global Commercial Finance of General Electric Company's Transportation Systems Business Operation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Carol A. Wahlen
Notary Public

My Commission expires:



Member, Pennsylvania Association of Notaries